

## **PRESS RELEASE**

Stockholm, 23 April 2012



### **Notice to attend the annual general meeting of Catella AB (publ)**

**The annual general meeting of Catella AB (publ) will be held at 3pm on Thursday, 24 May 2012 at Summit, Grev Turegatan 30, in Stockholm.**

#### **Entitlement to participate at the meeting**

Shareholders who wish to participate at the annual general meeting must:

- be entered in the share register maintained by Euroclear Sweden AB on the record date, viz. Friday, 18 May 2012
- have submitted written notice of their participation to: Catella AB (publ), Att: Investor Relations, Catella AB, Box 5894, 102 40 Stockholm, or by e-mail to: [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se), not later than 4pm on Friday, 18 May 2012. Notices must state the shareholder's name, personal ID/ registration number, address, telephone number, shareholding, and any assistants or proxies (not exceeding two).

#### **Proxies**

Where participation is to take place pursuant to a proxy, such must be submitted together with the notice of participation at the general meeting. Representatives of a legal entity should also take with them an attested copy of a certificate of registration or similar authorisation document. Copies of such documents should also be submitted to the Company together with the notice of participation at the annual general meeting. Proxy forms will be available on the Company's website, [www.catella.se](http://www.catella.se), not later than 3 May 2012. Proxy forms may also be ordered from the same address and e-mail address as stated above. The stated validity of any proxy must not exceed five years from the date of issuance.

#### **Registration**

Shareholders whose shares are nominee-registered through a securities institution or equivalent foreign institution must temporarily reregister the shares in their own name in order to be entitled to vote at the general meeting. Shareholders who desire such registration must instruct their nominee thereof in ample time prior to Friday, 18 May 2012, by which date such registration must be effected.

## **Proposed agenda**

1. Opening of the general meeting.
2. Election of a chairman of the general meeting.
3. Preparation and approval of the voting register.
4. Approval of the agenda.
5. Election of two persons to attest the minutes.
6. Determination of whether the meeting has been duly convened.
7. Presentation of the annual report and the auditor's report, as well as the consolidated financial statements and the auditor's report for the group.
8. Report by the CEO.
9. Resolution regarding adoption of the income statement and the balance sheet, as well as the consolidated income statement and the consolidated balance sheet.
10. Resolution regarding appropriation of the Company's profits or losses in accordance with the adopted balance sheet.
11. Issue of discharge from liability for the directors and the CEO.
12. Determination of the number of directors and alternate directors, as well as the number of auditors and alternate auditors.
13. Determination of fees for the Board of Directors and auditors.
14. Election of a Board of Directors and Chairman of the Board.
15. Election of auditor.
16. Resolution regarding a nomination committee pending the 2013 annual general meeting.
17. Resolution regarding guidelines on remuneration for senior executives.
18. Closure of the meeting.

### **Item 2. Election of a chairman of the general meeting.**

The nomination committee proposes Johan Claesson as chairman of the meeting.

### **Item 10. Resolution regarding appropriation of the Company's profits or losses in accordance with the adopted balance sheet.**

The Board of Directors proposes that retained earnings and the profit for the year be carried forward.

### **Items 12-16. Number of directors and alternate directors, fees for the Board of Directors and auditors, election of a Board of Directors, Chairman of the Board and auditors, as well as resolution regarding a nomination committee**

The nomination committee comprises Martin Hansson, chairman of the nomination committee, as well as Johan Claesson and Petter Stillström.

*Item 12. Determination of the number of directors and alternate directors, as well as the number of auditors and alternate auditors.*

The nomination committee proposes that there be five (5) directors, that no alternate directors be elected, and that one auditor be elected.

*Item 13. Determination of fees for the Board of Directors and auditors.*

The nomination committee proposes that directors' fees be unchanged compared with last year and be paid in a total amount of SEK 1,700,000, of which the Chairman of the Board shall receive SEK 500,000 and other members shall each receive SEK 300,000. The nomination committee further proposes that the auditor's fees be paid in accordance with approved invoice.

*Item 14. Election of Board of Directors and Chairman of the Board*

The nomination committee proposes that Johan Claesson, Jan Roxendal, Niklas Johansson and Björn Edgren be re-elected and that Stefan Carlsson be newly elected to the Board of Directors. It is proposed that Johan Claesson be elected Chairman of the Board.

Stefan Carlsson has been a member of Swedbank's group management and possesses asset management and investment banking experience.

*Item 15. Election of auditor*

The nomination committee proposes that PricewaterhouseCoopers AB, with Patrik Adolfson as auditor-in-charge, be elected as auditor for the period commencing the close of the 2012 annual general meeting until the close of the 2013 annual general meeting.

*Item 16. Resolution regarding a nomination committee pending the 2013 annual general meeting*

The nomination committee proposes that the members of the nomination committee be appointed by means of the Chairman of the Board contacting the three largest shareholders in terms of votes as per 30 September 2012, who shall each appoint a representative to constitute, together with the Chairman of the Board, a nomination committee for the period of time until the close of next annual general meeting or until a new nomination committee is appointed.

**Item 17. Resolution regarding guidelines on remuneration for senior executives.**

The Board of Directors proposes the following guidelines on remuneration for senior executives. Remuneration of the Chief Executive Officer and other members of group management shall comprise fixed salary, variable salary and other benefits as well as pensions. The combined remuneration shall be on market terms and competitive, and also proportionate to responsibility and authority. Variable salary is based on results relative to individually defined qualitative and quantitative targets and may never exceed the fixed salary. Upon termination of employment by the Company, aggregate payment during the period of notice and severance pay may not exceed 12 months' salary. In the absence of special reasons to the contrary, pension benefits are to be contribution-based. The Board may deviate from the guidelines where there are special reasons to do so in the individual case.

**Available documents**

Documents for the annual general meeting will be available at the Company and on the Company's website, [www.catella.se](http://www.catella.se), not later than 3 May 2012, and may be ordered in hardcopy by shareholders, free of charge, on tel. +46 8 463 34 26 or by e-mail to: [bolagsstamma@catella.se](mailto:bolagsstamma@catella.se).

**Right to information**

Pursuant to Chapter 7, section 32 of the Swedish Companies Act (2005:551), at the annual general meeting shareholders are entitled to request information from the Board of Directors and CEO regarding circumstances which may affect the assessment of an item on the agenda and circumstances which may affect the assessment of the Company's financial situation.

**Number of shares and votes**

On the date of issuance of the notice to attend the general meeting, the Company had a total of 81,698,572 shares, of which 2,530,555 constitute class A shares (each carrying five votes) and 79,168,017 constitute class B shares (each carrying one vote), in total equal to 91,820,792 votes.

Stockholm, April 2012

THE BOARD OF DIRECTORS

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Catella is a European finance group active in Corporate Finance and Asset Management. In these operating segments, Catella focuses on selected segments in which advanced specialist expertise and local presence, combined with international reach, are key in creating added value for clients. Catella has approximately 450 employees working at offices in 24 cities in 12 European countries. Catella share is listed on First North Premier and traded under the abbreviations CAT A and CAT B. Remium AB is Catella's Certified Adviser, +46 8 454 32 00. Read more about Catella at [www.catella.se](http://www.catella.se).